

05-56

STAMP AND RETURN

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB

3060-0589

Page 1 of 2

(1) LOCK BOX # 358145		FCC/HELLON		FEB 09 2004	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Global Crossing Telecommunications, Inc.				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 1080 Pittsford Victor Road					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY Pittsford				(7) STATE NY	(8) ZIP CODE 14534
(9) DAYTIME TELEPHONE NUMBER (include area code) (585) 255-1429				(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0002850519					
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
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(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1	
(26A) FEE DUE FOR (RTC) \$895.00		(27A) TOTAL FEE \$895.00			
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE			
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE _____ DATE _____					
SECTION E - CREDIT CARD PAYMENT INFORMATION					
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described. SIGNATURE _____ DATE _____					

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)

Page No. 2 of 2

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION EE - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME Westcom Corporation		
(14) STREET ADDRESS LINE NO. 1 162 Fifth Avenue		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY New York	(17) STATE NY	(18) ZIP CODE 10010
(19) DAYTIME TELEPHONE NUMBER (include area code) (212) 586-7500		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 009676099		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
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WILKINSON) BARKER) KNAUER) LLP

STAMP AND RETURN

2300 N STREET, NW

SUITE 700

WASHINGTON, DC 20037

TEL 202.783.4141

FAX 202.783.5851

www.wbklaw.com

February 9, 2005

BY HAND DELIVERY

Federal Communications Commission
P.O. Box 358145
Pittsburgh, PA 15251-5155

Re: Application and Filing Fee to Transfer Domestic Lines from Global Crossing Telecommunications, Inc., to Westcom Corporation pursuant to Section 214.

Dear Sir/Madam:

We hand you herewith, an application to transfer certain domestic lines from Global Crossing Telecommunications, Inc., to Westcom Corporation pursuant to Section 214. Included in this package is a completed FCC Form 159 and a check in the amount of \$895.00 to cover the filing fee payment for this transfer of certain domestic lines.

Additionally, we are concurrently filing a joint application with the Federal Communications Commission's International Bureau for a transfer of international lines from Global Crossings Telecommunications, Inc., to Westcom Corporation pursuant to Section 214, relating to the same assets.

It is respectfully requested that you stamp the receive date on the enclosed copy marked "Stamp and Return" and return it to us in the enclosed, self-addressed envelope. Should you have any questions concerning this submission, kindly contact the undersigned.

Sincerely,

WILKINSON, BARKER, KNAUER LLP

By:

Timothy J. Cooney

STAMP AND RETURN

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

Joint Application of)
)
GLOBAL CROSSING)
TELECOMMUNICATIONS, INC.)
)
and) **File No.** _____
)
WESTCOM CORPORATION)
)
for Transfer of Control of Certain)
Domestic and International Lines)

JOINT APPLICATION

Global Crossing Telecommunications, Inc. ("Global Crossing") and WestCom Corporation ("WestCom") hereby submit this Joint Application, pursuant to section 214 of the Communications Act of 1934, as amended, and Rules 63.03, 63.04, 63.12, 63.18 and 63.24 of the Commission's Rules and Regulations, 47 C.F.R. §§ 63.03, 63.04, 63.12, 63.18 and 63.24 for transfer of certain domestic and international lines from Global Crossing to WestCom. As described in more detail below, this Joint Application is subject to streamlined processing. The information required by the Commission's rules follows:

A. Assignment of Domestic Lines

Global Crossing and WestCom provide the following information pursuant to section 63.04(a) of the Commission's rules:

- (1) Name, Address and Telephone Number.

For Global Crossing:

Global Crossing Telecommunications, Inc
Attn: Michael J. Shortley, III

Vice President & General Counsel -
North America
1080 Pittsford-Victor Road
Pittsford, New York 14534
Tel: 585.255.1429
Fax: 585.381.6781
email: michael.shortley@globalcrossing.com

For WestCom:

WestCom Corporation
Attn: Scott A. Mautner
General Counsel
162 Fifth Avenue
New York, New York 10010
Tel: 212. 586. 7500
Fax: 212. 807. 0316
email: smautner@westcom.com

(2) State of Incorporation.

Global Crossing is organized and existing under the laws of the State of Michigan. WestCom is organized and existing under the laws of the State of New York.

(3) Contact Information.

See (1) above.

(4) Name, Address and Citizenship of Ten Percent or More Equity Owners.

Global Crossing is an indirect, wholly-owned subsidiary of Global Crossing Limited. The requisite information for Global Crossing Limited is attached hereto as Exhibit A.

WestCom is a wholly-owned subsidiary of WestCom Acquisition Corp., a Delaware corporation, which, in turn, is a wholly owned subsidiary of WestCom Holding Corp., a Delaware corporation ("WestCom Holding"). One Equity Partners LLC is the majority shareholder of WestCom Holding. See Exhibit B for details on ten percent direct and indirect owners.

(5) Anti-Drug Abuse Act Certification.

Global Crossing's certification is attached hereto as Exhibit C. WestCom's certification is attached hereto as Exhibit D.

(6) Description of Transaction.

Global Crossing proposes to sell to WestCom certain of its assets used in the provision of Global Crossing's current trader voice business. The assets to be transferred for which Petitioners seek this Commission's approval are those interstate domestic and international private line circuits used by Global Crossing in its trader voice business. Petitioners anticipate closing on this transaction no later than March 15, 2005.

(7) Description of Services and Geographic Areas.

Global Crossing provides wholesale and retail voice and data services throughout the United States and from the United States to foreign destinations. The assets that are the subject of this application are provided to major financial institutions at various points throughout the United States and from the United States to foreign destinations.

WestCom offers point-to-point dedicated bandwidth primarily to the financial industry. WestCom's network supports mission critical and latency sensitive applications such as trader voice services and inter-firm trading applications for many of the world's largest financial institutions. WestCom offers these services on a non-common carrier basis over facilities that it owns, controls, or constructs, or on a resale basis over facilities owned by others.

(8) Presumptive Streamlined Processing.

Pursuant to section 63.03(b)(2) of the Commission's rules, this application is subject to streamlined processing because neither of the applicants is dominant within the meaning of the Commission's rules with respect to any service that is subject to this application. In addition, the transaction would not result in either applicant having a market share of greater than ten percent in the interstate, interexchange market, and the transferee would provide competitive local exchange service (if at all) only in areas served by dominant local exchange carriers that are not parties to this transaction.

(9) Other Related Commission Applications.

None.

(10) Special Consideration Due to Imminent Business Failure.

Not applicable.

(11) Separately Filed Waiver Requests.

None.

(12) Public Interest Statement.

Approval of the proposed transaction will serve the public interest. As described above, WestCom is a leading provider of communications application services to the financial community. For its part, Global Crossing has decided to deemphasize this aspect of its business. Accordingly, Global Crossing has searched out a highly-qualified company that wishes to acquire this business and to offer to Global Crossing's trader voice customers those services utilizing private lines that they require. WestCom, as a leading telecommunications provider to the financial community, is uniquely qualified to provide this suite of highly sophisticated, specialized services and therefore

provide significant tangible benefits to Global Crossing's existing trader voice

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3060-0589
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CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.							
SIGNATURE _____				DATE _____			
SECTION E - CREDIT CARD PAYMENT INFORMATION							
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____							

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

FEDERAL COMMUNICATIONS COMMISSION
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USD 211940		Check Date: Feb 02, 2005		Check No: 11185	
Reference	Date	Gross Amount	Debit	Credit	Balance
11185	Feb 02, 2005	895.00			

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FEBRUARY 2003 (REVISED)

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REMITTANCE ADVICE (CONTINUATION SHEET)

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REMOVE DOCUMENT ALONG THIS PERFORATION

11613878311 1021309379160185220511

 **Global Crossing**
2060 BRIGHTON - HENRIETTA TOWNLINE ROAD
ROCHESTER, NY 14623

FIRST-CLASS MAIL
U.S. POSTAGE
PAID
ROCHESTER, NY
Permit No. 390

FCC ATTN: FCC MODULE SUPERVISOR
C/O MELLON CLIENT SERVICE CTR
500 ROSS STREET ROOM 670
PITTSBURGH PA 15262-0001

WILKINSON) BARKER) KNAUER) LLP

STAMP AND RETURN

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WASHINGTON, DC 20037
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February 9, 2005

BY HAND DELIVERY

Federal Communications Commission
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Pittsburgh, PA 15251-5155

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Washington, D.C. 20554**

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for Transfer of Control of Certain)
Domestic and International Lines)

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Attn: Michael J. Shortley, III

Vice President & General Counsel -
North America
1080 Pittsford-Victor Road
Pittsford, New York 14534
Tel: 585.255.1429
Fax: 585.381.6781
email: michael.shortley@globalcrossing.com

For WestCom:

WestCom Corporation
Attn: Scott A. Mautner
General Counsel
162 Fifth Avenue
New York, New York 10010
Tel: 212. 586. 7500
Fax: 212. 807. 0316
email: smautner@westcom.com

(2) State of Incorporation.

Global Crossing is organized and existing under the laws of the State of Michigan. WestCom is organized and existing under the laws of the State of New York.

(3) Contact Information.

See (1) above.

(4) Name, Address and Citizenship of Ten Percent or More Equity Owners.

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(9) Other Related Commission Applications.

None.

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Not applicable.

(11) Separately Filed Waiver Requests.

None.

(12) Public Interest Statement.

Approval of the proposed transaction will serve the public interest. As described above, WestCom is a leading provider of communications application services to the financial community. For its part, Global Crossing has decided to deemphasize this aspect of its business. Accordingly, Global Crossing has searched out a highly-qualified company that wishes to acquire this business and to offer to Global Crossing's trader voice customers those services utilizing private lines that they require. WestCom, as a leading telecommunications provider to the financial community, is uniquely qualified to provide this suite of highly sophisticated, specialized services and therefore

provide significant, tangible benefits to Global Crossing's existing trader voice customers.

B. Assignment of International Lines.

Global Crossing and WestCom provide the following information pursuant to section 63.18 of the Commission's rules:

(a) Name, Address and Telephone Number.

See A(1) above.

(b) State of Incorporation.

See A(2) above.

(c) Contact Information.

See A(3) above

(d) Previous Authority.

Global Crossing has previously received international 214 authorizations to operate on a global facilities-based and resale basis. A listing of the file numbers in which the Commission granted such authorizations is attached hereto as Exhibit E. None of the section 214 authorizations held by Global Crossing are being assigned to WestCom. Rather, these section 214 authorizations will be retained by Global Crossing so it may provide continue to international common carrier services in the future.

WestCom provides service only on a private carrier basis and currently holds no international Section 214 authorization.

(e) Authorization Requested.

Global Crossing and WestCom seek Commission approval of the transfer of Global Crossing's trader voice assets to WestCom. A description of the transaction is

contained in A(6) above. WestCom, as proposed acquirer of Global Crossing's trader voice assets including the international private lines that are the subject of this application, hereby certifies that it will comply with sections 63.21 and 63.22 and/or 63.23 of the Commission's rules as appropriate.

(f) Multiple Authorizations.

Not applicable.

(g) Facilities-Based Authority.

Not applicable.

(h) Ownership.

See A(4) above and Exhibits A and B.

(i) Foreign Affiliation.

See A(4) above and Exhibits A and B. WestCom has a wholly-owned subsidiary, WestCom Europe, Ltd., a U.K. corporation that provides telecommunications services throughout Europe. WestCom Europe, Ltd. holds less than a fraction of one percent of the market share in the international transport and local access markets on the foreign end of the route. Thus, WestCom's foreign subsidiary is presumptively classified as non-dominant under Section 63.10(a)(3) of the Commission's rules. Michael Hirtenstein, who serves on the board of directors of WestCom, also is a director of WestCom Europe. Both are considered non-dominant carriers within the meaning of the FCC's regulations.

(j) Additional Information on Foreign Affiliation.

Pursuant to Section 63.18(j) of the Commission's rules, transferee WestCom certifies that it provides service between the United States and the countries

listed in Exhibit F and that WestCom owns 100 percent of WestCom Europe, Ltd., a United Kingdom-incorporated non-dominant carrier that provides service that is not connected to the public switched network. This affiliation does not affect the provision or marketing of international basic telecommunications services in the United States.

(k) Additional Information on Foreign Destinations.

As described above, WestCom Europe, Ltd. provides no services connected to the public switched network and has only a small fraction of one percent of the telecommunications market in any country in which it provides service.

(l) Resale.

Not applicable

(m) Regulatory Classification.

Not applicable

(n) No Special Concessions.

The "no special concessions" certifications of Global Crossing and WestCom are annexed hereto as Exhibits G and H.

(o) Anti-Drug Abuse Act Certification

The Anti-Drug Abuse Act certifications of Global Crossing and WestCom are annexed hereto as Exhibits C and D.

(p) Streamlined Treatment.

Pursuant to section 63.12 of the Commission's rules, Applicants request streamlined treatment. This Application qualifies for streamlined treatment because none of the exclusions from streamlined processing contained in section 63.12(c) of the Commission's rules is applicable. In particular, (i) WestCom, as acquirer, is not affiliated

with a dominant foreign carrier in a destination market (see Section B(e) above); and (ii) WestCom is not affiliated with a dominant U.S. carrier.

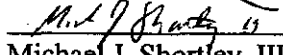
In addition to the foregoing information, Applicants submit that grant of the requested application is consistent with the public interest, convenience and necessity for the reasons set forth in A(12) above.

Because the transfer of assets that is the subject of this Application involves solely non-switched services, Applicants believe that the Commission's anti-slamming regulations (section 64.1120(e) of the Commission's rules) are inapplicable. Nonetheless, Applicants will notify affected customers of the proposed transaction and this application and the Applicants will so inform the Commission. A copy of the form of customer notification is attached hereto as Exhibit I. Applicants propose to close this transaction no later than March 15, 2005 and therefore respectfully request expedited treatment of this Application.

For the foregoing reasons, Applicants respectfully request that the Commission grant this Application.

Respectfully submitted,

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WESTCOM CORPORATION

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February __, 2005

For the foregoing reasons, Applicants respectfully request that the Commission grant this Application.

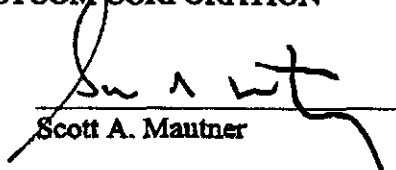
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